

KELLER BENVENUTTI KIM LLP
Tobias S. Keller (#151445)
(tkeller@kbbkllp.com)
Peter J. Benvenuti (#60566)
(pbenvenuti@kbbkllp.com)
Jane Kim (#298192)
(jkim@kbbkllp.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS
IN SUPPORT OF REORGANIZED
DEBTORS' FORTY-EIGHTH OMNIBUS
OBJECTION TO CLAIMS (UNTIMELY
CUSTOMER NO LIABILITY CLAIMS)**

**Response Deadline:
December 29, 2020, 4:00 p.m. (PT)**

Hearing Information If Timely Response Made:

Date: January 12, 2021

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)

United States Bankruptcy Court

Courtroom 17, 16th Floor

San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP ("**AlixPartners**"), which is
5 an affiliate of both AlixPartners, LLC and AP Services, LLC, ("**APS**"). APS was previously retained to
6 provide interim management services to PG&E Corporation and Pacific Gas and Electric Company, as
7 debtors and reorganized debtors (collectively, the "**Debtors**," and as reorganized pursuant to the Plan,
8 the "**Reorganized Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"). I
9 submit this Declaration in support of the Reorganized Debtors' Forty-Eighth Omnibus Objection to
10 Claims (Untimely Customer No Liability Claims) (the "**Omnibus Objection**"),¹ filed
11 contemporaneously herewith.

12 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management
13 component of AlixPartners' assignment to assist the Reorganized Debtors with various matters related
14 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination
15 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,
16 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with
17 respect to Securities Claims. I am generally familiar with the Reorganized Debtors' day-to-day
18 operations, financing arrangements, business affairs, and books and records. Except as otherwise
19 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the
20 knowledge of other APS professionals working under and alongside me on this matter, my discussions
21 with the Reorganized Debtors' personnel, the Reorganized Debtors' various other advisors and counsel,
22 and my review of relevant documents and information prepared by the Reorganized Debtors. If called
23 upon to testify, I would testify competently to the facts set forth in this Declaration. I am authorized to
24 submit this declaration on behalf of the Reorganized Debtors.

25 3. The AlixPartners team under my supervision has been actively and intimately involved
26 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.

27 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
28 the Omnibus Objections.

1 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the
2 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process
3 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity
4 of filed claims based on those schedules and books and records. AlixPartners has developed and
5 maintains a claims reconciliation database and various data management applications that are used by
6 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not
7 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now
8 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to
9 resolve disputed claims, including by formal objections as necessary.

10 4. As part of the claims review and reconciliation process described above, the AlixPartners
11 team, working with the Reorganized Debtors' personnel and other professionals, has identified a number
12 of Proofs of Claim filed by customers that do not state a basis for the Claim and do not provide any
13 supporting documentation, such that the Reorganized Debtors have been unable to determine the validity
14 of the Claim, and accordingly deny liability. The Omnibus Objection is directed to those Proofs of
15 Claim, which are identified in **Exhibit 1** to the Omnibus Objection, in the column headed "Claims To
16 Be Disallowed and Expunged," and referred to in the Omnibus Objection as "Untimely Customer No
17 Liability Claims." **Exhibit 1** to the Omnibus Objection was prepared by the AlixPartners team under
18 my overall supervision, and I am familiar with both documents, their contents, and the process under
19 which they were prepared.

20 5. I am informed and believe that the Reorganized Debtors have been able to discern that
21 Each of the Untimely Customer No Liability Claims was filed by a Customer of the Utility, however,
22 after reviewing their books and records and the limited information submitted with the Proofs of Claim,
23 the Reorganized Debtors are unable to determine any liability or basis for the asserted Claims.

24 6. Part 2, Question 8 of the Court-approved Proof of Claim form asks "What is the basis of
25 the claim?" It lists several examples and instructs Claimants to attach documents supporting the Claim
26 as required by Bankruptcy Rule 3001(c). In most cases, the Untimely Customer No Liability Claims
27 do not provide an answer to this question, nor do they attach any relevant supporting documentation. In
28 some cases, the Untimely Customer No Liability Claims provide an answer, but it is one of the examples

1 provided (e.g., “good[s] sold”) without additional explanation or relevant supporting documentation. In
2 other cases, the answer is filled out but does not provide a basis for the Reorganized Debtors to analyze
3 liability (e.g., “?”, “don’t know,” “PGE bankruptcy,” or “personal loss”). In these cases as well, no
4 relevant supporting documentation was provided.

5 7. I am informed and believe that the Reorganized Debtors’ personnel conducted a rigorous
6 review of their records to attempt to determine any basis under which the Reorganized Debtors might be
7 liable for the Untimely Customer No Liability Claims. First, the Reorganized Debtors’ Billing
8 Operations Department established that all Claimants were current or former Customers of the Utility
9 and confirmed that there were no outstanding prepetition billing issues relating to these Customers.
10 Second, the Reorganized Debtors’ Customer Fund Management and Customer Energy Solutions
11 Program Operations Departments cross-checked these Claims against records maintained with respect
12 to non-energy billing, security deposits, rebates, and refunds and confirmed that they did not correspond
13 to known prepetition claims. Third, the Reorganized Debtors’ Customer Relations Department cross-
14 checked the Claims against complaints made to the California Public Utilities Commission and these
15 Claims have been excluded and are not the subject of these Objections. Finally, the Reorganized Debtors
16 and their professionals checked Claimants’ names against parties with known litigation claims, Fire
17 Victim Claims, and other property damage claims. Any matches have been excluded and are not the
18 subject of these Objections.

19 8. In addition, as indicated by the dates identified in the column headed “Date Filed” on
20 **Exhibit 1**, each of the Untimely Customer No Liability Claims was filed after the General Bar Date
21 (with no applicable exception under the Bar Date Order that may render such Claim timely) and none of
22 the Claimants have sought or obtained relief from the Court pursuant to Rule 9006 of the Bankruptcy
23 Rules to file a late Proof of Claim. Accordingly, in addition to the Debtors not being liable for the
24 amounts sought, the Untimely Customer No Liability Claims should be disallowed and/or expunged as
25 untimely as well.

26 9. If not disallowed and expunged, the Untimely Customer No Liability Claims potentially
27 could allow the applicable Claimants to receive recoveries to which they are not entitled.
28

1 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
2 correct to the best of my knowledge, information, and belief. Executed this third day of December, 2020,
3 in Dallas, Texas.

4 /s/ Robb McWilliams
Robb McWilliams